

1 JOHN S. BATTENFELD, State Bar No. 119513
ALBERT HUANG, State Bar No. 193005
2 MORGAN, LEWIS & BOCKIUS LLP
300 South Grand Avenue
3 Twenty-Second Floor
Los Angeles, CA 90071-3132
4 Tel: 213.612.2500
Fax: 213.612.2501
5 E-mail: jbattenfeld@morganlewis.com
ahuang@morganlewis.com

6 ERIC MECKLEY, State Bar No. 168181
7 STEVEN J. GARRETT, State Bar No. 221021
MORGAN, LEWIS & BOCKIUS LLP
8 One Market, Spear Street Tower
San Francisco, CA 94105-1126
9 Tel: 415.442.1000
Fax: 415.442.1001
10 E-mail: emeckley@morganlewis.com
steven.garrett@morganlewis.com

11 Specially Appearing for Defendant
12 CHARMING SHOPPES OF DELAWARE, INC.

13
14 UNITED STATES DISTRICT COURT
15 NORTHERN DISTRICT OF CALIFORNIA
16

17 SHAMEIKA MOODY, as an individual
and on behalf of others similarly situated,

18 Plaintiff,

19 vs.
20

CHARMING SHOPPES OF
21 DELAWARE, INC., a corporation, and
DOES 1 through 20, inclusive,

22 Defendant.
23

Case No. C 07-06073 BZ

**DECLARATION OF JOHN J. SULLIVAN
IN SUPPORT OF DEFENDANT
CHARMING SHOPPES OF DELAWARE,
INC.'S MOTION TO DISMISS FOR LACK
OF PERSONAL JURISDICTION**

Date: January 16, 2008
Time: 10:00 a.m.

[SPECIAL APPEARANCE ONLY]

1 I, John J. Sullivan, declare as follows.

2 1. I am over eighteen years of age. I am the Controller of Defendant Charming
3 Shoppes of Delaware, Inc. I have personal knowledge of the following and am competent to
4 testify thereto. Except as otherwise stated below, the following accurately describes the facts as
5 they have existed since at least January 1, 2002.

6 2. Charming Shoppes, Inc. ("CSI") is incorporated and headquartered in
7 Pennsylvania. CSI is publicly traded. It is a holding company that does not engage in any
8 business operations itself. As is common for large, publicly-traded corporations, all business
9 operations conducted within the Charming Shoppes group of companies are conducted and
10 managed by direct or indirect subsidiaries of CSI.

11 3. Defendant Charming Shoppes of Delaware, Inc. ("Defendant" or "CSDI") is
12 incorporated and headquartered in Pennsylvania. It is a wholly-owned subsidiary of CSI.
13 Defendant provides certain shared services (such as payroll services and legal consultation) to
14 various operating subsidiaries of CSI, including Lane Bryant, Inc. ("Lane Bryant"), which owns
15 and operates the Lane Bryant stores, and other subsidiaries that operate the Catherines and
16 Fashion Bug retail stores.

17 4. All appropriate corporate formalities (secretary of state filings and regular board
18 meetings) have been complied with to maintain CSI as a valid corporation with an existence
19 separate from that of CSI's subsidiaries. Likewise, all appropriate corporate formalities
20 (secretary of state filings and regular board meetings) have been complied with to maintain
21 Defendant as a valid corporation with an existence separate from that of CSI and separate from
22 that of CSI's other subsidiaries (including Lane Bryant).

23 5. Defendant has no office, mailing address, telephone listing, hard assets, or bank
24 accounts in the California. Defendant does not engage in any business activities in California
25 apart from providing certain shared services to other subsidiaries of CSI. Defendant does not
26 solicit California residents; manufacture, purchase or sell goods in California; or advertise goods
27 or services in California. Defendant does not pay taxes in California, with the exception of the

1 payment of California payroll taxes incident to Defendant acting as a common paymaster for
2 other subsidiaries of CSI.

3 6. Defendant does not exert management control over the operations of other
4 subsidiaries of CSI, including but not limited to Lane Bryant.

5 7. CSI and Defendant do not manage or direct the work of any employees who report
6 to or are resident in California, including, without limitation, the employees who work in the
7 Lane Bryant stores.

8 8. At all times, all Lane Bryant stores in California have been owned and operated,
9 and their employees have been directed and managed, by Lane Bryant, Inc., not by CSI or
10 Defendant.

11 I declare under penalty of perjury under the laws of the United States that the foregoing is
12 true and correct.

13 Executed on December 6, 2007, at Bassett, Pennsylvania.

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16 John J. Sullivan
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